

**Fill in this information to identify the case:**

United States Bankruptcy Court for the Southern District of New York

Case number (if known): 16- Chapter 11

☐ Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

**12/15**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Defined Diagnostics, LLC

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and doing business as names  
32 Mott Street Acquisition II, LLC  
Wellstat Diagonostics, LLC  
Wellstat Diagnostics, LLC

3. Debtor's federal Employer Identification Number (EIN) 26-0310344

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
930 Clopper Road Number Street		Number Street
Gaithersburg Maryland 20878 City State ZIP Code		City State ZIP Code
Montgomery County County		Location of principal assets, if different from principal place of business Number Street City State ZIP Code

5. Debtor's website (URL) www.wellstatdiagnostics.com

6. Type of debtor  
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify:

Debtor Defined Diagnostics, LLC  
NameCase number (if known): 16-**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**  
See <http://www.naics.com/search/>.  
[5417]

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11.

**Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101 (51 D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases,  
attach a separate list.

Debtor Defined Diagnostics, LLC  
NameCase number (if known): 16-**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☒ No☐ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_  
Case number, if known \_\_\_\_\_  
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

**11. Why is the case filed in this district?***Check all that apply:*☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*☒ Funds will be available for distribution to unsecured creditors.☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

Debtor Defined Diagnostics, LLC  
Name

Case number (if known): 16-

15. Estimated assets\* ☐ \$0-\$50,000 ☒ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion  
☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion  
☐ \$100,001-\$500,000 ☐ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion  
☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

16. Estimated liabilities\* ☐ \$0-\$50,000 ☐ \$1,000,001-\$10 million ☐ \$500,000,001-\$1 billion  
☐ \$50,001-\$100,000 ☐ \$10,000,001-\$50 million ☐ \$1,000,000,001-\$10 billion  
☐ \$100,001-\$500,000 ☒ \$50,000,001-\$100 million ☐ \$10,000,000,001-\$50 billion  
☐ \$500,001-\$1 million ☐ \$100,000,001-\$500 million ☐ More than \$50 billion

\* Estimated assets and liabilities are based on the Debtor's latest balance sheet dated 12/31/2015, and exclude claims of insiders.

### Request for Relief, Declaration, and Signatures

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04 / 12 / 2016  
MM / DD / YYYY

☒ /s/ Nadine H. Wohlstadter  
Signature of authorized representative of debtor

Title Managing Member

Nadine H. Wohlstadter  
Printed name

18. Signature of attorney ☒ /s/ Paul V. Shalhoub  
Signature of authorized representative of debtor

Date 04 / 12 / 2016  
MM / DD / YYYY

Paul V. Shalhoub  
Printed name

WILLKIE FARR & GALLAGHER LLP  
Firm name

787 Seventh Avenue  
Number Street

New York NY 10019-6099  
City State ZIP Code

(212) 728-8000 pshalhoub@willkie.com  
Contact phone Email address

2492858 New York  
Bar number State

**UNANIMOUS WRITTEN CONSENT  
OF  
THE MANAGERS AND MEMBERS  
OF  
DEFINED DIAGNOSTICS, LLC  
a Delaware Limited Liability Company**

April 12, 2016

The undersigned, being all of the managers and members (the “Members”) of Defined Diagnostics, LLC, a Delaware limited liability company (the “Company”), hereby consent to and approve the following resolutions and each and every action effected thereby:

**WHEREAS**, the Members have evaluated the Company’s alternatives in connection with a possible restructuring, and have evaluated the receivership proceeding pending currently in Maryland Circuit Court, including the concern that such receivership proceeding has not been conducted in a manner that will maximize the value of the Company’s assets, and have determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) is in the best interests of the Company and its stakeholders;

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that, pursuant to Section 4.1(i) of the Company’s Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”), the Company shall be, and it hereby is, authorized to file a voluntary petition (the “Petition”) for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”), in the U.S. Bankruptcy Court for the Southern District of New York or such other court as the Members shall determine to be appropriate (the “Bankruptcy Court”) and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effectuate the purpose and intent of the foregoing;

**RESOLVED**, that the managing members of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any managing member, in such person’s discretion, deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Company’s Chapter 11 Case in such form or forms as any such managing member may deem necessary or advisable and in order to effectuate the purpose and intent of the foregoing resolutions; and (d) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers as any such managing member, in such person’s discretion, deems necessary, desirable or appropriate to accomplish the purposes of these resolutions; that their authority to act under these resolutions shall be conclusively evidenced by their so acting; and that any and all such actions heretofore taken on behalf of the Company in such respects contemplated thereby are hereby ratified, approved and confirmed as the act and deed of the Company;

**RESOLVED**, that the Company is hereby authorized to negotiate the terms of and enter into an agreement to obtain debtor-in-possession financing to fund the administrative expenses of the Chapter 11 Case on such terms and conditions as the proper managing members deem appropriate;

**RESOLVED**, that the engagement by the Company of Willkie Farr & Gallagher LLP as bankruptcy counsel is hereby ratified, adopted and approved in all respects and that such firm and any additional co-counsel or special or local counsel selected by the Company, shall be, and hereby is, subject to Bankruptcy Court approval, authorized and empowered to represent the Company, as debtor and debtor in possession, in connection with any Chapter 11 Case commenced by or against it under the Bankruptcy Code;

**RESOLVED**, that the engagement by the Company of Teneo Restructuring as financial advisors is hereby ratified, adopted and approved in all respects, subject to Bankruptcy Court approval;

**RESOLVED**, that the Company is hereby authorized, to the extent necessary and required under the applicable agreements, to engage an investment banker to pursue a reorganization of the Company and/or an independent manager to oversee the same;

**RESOLVED**, that any managing member of the Company shall be, and each of them, hereby are, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver, and perform on behalf of, and take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as any managing member of the Company may deem necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, as may be deemed necessary, desirable or appropriate;

**RESOLVED**, that all acts lawfully done or actions lawfully taken by any managing member of the Company or any professionals engaged by the Company in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company;

**RESOLVED**, that any and all actions and transactions by the Members or any managing member for and on behalf and in the name of the Company with respect to any transactions contemplated by the foregoing resolutions before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes; and

**RESOLVED**, that the Members and any managing member of the Company hereby are authorized and directed to certify and/or attest to these resolutions, certificate of incumbency and such other documents or instruments that the Secretary of the Company may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company.

AS ALL OF THE MANAGERS AND MEMBERS

By: /s/ Samuel J. Wohlstadter  
Name: Samuel J. Wohlstadter

By: /s/ Nadine H. Wohlstadter  
Name: Nadine H. Wohlstadter

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
 :  
Defined Diagnostics, LLC, : Case No. 16-\_\_\_\_\_ ( )  
 :  
Debtor. :  
-----X

**LIST OF EQUITY HOLDERS AND CORPORATE OWNERSHIP  
STATEMENT OF DEFINED DIAGNOSTICS, LLC  
PURSUANT TO BANKRUPTCY RULES 1007(a)(3) AND 7007.1**

Defined Diagnostics, LLC is a limited liability corporation whose members are Samuel J. Wohlstadter and Nadine H. Wohlstadter, whose address is 653 Hoffman Chapel Lane, Madison, VA 22727. Each member owns 50% of the membership interests of Defined Diagnostics, LLC. No corporate entities directly or indirectly own equity interests in Defined Diagnostics, LLC.

*[Remainder of Page Intentionally Left Blank]*



Debtor Defined Diagnostics, LLC  
Name

Case number (if known) 16-\_\_\_\_\_

**Fill in this information to identify the case and this filing:**Debtor Name Defined Diagnostics, LLCUnited States Bankruptcy Court for the: Southern District of New York  
(State)

Case number (if known): 16-\_\_\_\_\_

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Set forth below is the list of creditors that hold, based upon information presently available and belief, the twenty<sup>1</sup> largest unsecured claims against Defined Diagnostics, LLC (the “Debtor”).<sup>2</sup> This list has been prepared based upon the books and records of the Debtor. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 20 List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31);<sup>3</sup> or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. The information presented herein, including, without limitation: (a) the failure of the Debtor to list any claim as contingent, unliquidated, disputed or subject to a setoff; or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtor that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtor’s rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

<sup>1</sup> As of the date hereof, the Debtor only has 11 unsecured claims that are not held by insiders.

<sup>2</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

<sup>3</sup> The Debtor expects significant insider claims as part of this case due to its operating and capital structures.

Debtor Defined Diagnostics, LLC  
NameCase number (if known) 16-

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim <sup>4</sup>		
				Total claim, if partially secured <sup>5</sup>	Deduction for value of collateral or setoff	Unsecured claim
1.	FTI Consulting, Inc.  PO Box 418178 Boston, MA 02241-8178	Attention: Michael Nowlan Email: mike.nowlan@fticonsulting.com (T) 617-897-1505 (F) 617-897-1510	Contract			\$122,897.08
2.	PPD Development, LP  26361 Network Place Chicago, IL 60673-1263	Attention: Brittany Guyton Email: Brittany.guyton@ppdi.com (T) 910-558-6464	Contract			\$64,492.14
3.	FB Rice  GPO Box 1794 Melbourne, VIC 3001 Australia	Attention: Sarah Star Email: sstar@fbrice.com.au (T) +61 3 8618 4100 (F) +61 3 8618 4199				\$1,935.00
4.	JK Moving Services  44112 Mercure Circle Sterling, VA 20166-2017	Attention: Donna Fujiwara Email: Donna.Fujiwara@jkmoving.com (T) 703-996-1295	Contract			\$1,910.25

<sup>4</sup> These claim amounts represent maximum potential liabilities. Actual amounts owed, if any, may be significantly lower.

<sup>5</sup> This list does not include any claims for which security has been granted, regardless of whether the claims may be undersecured.

Debtor Defined Diagnostics, LLC  
NameCase number (if known) 16-

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim <sup>4</sup>  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			Total claim, if partially secured <sup>5</sup>	Deduction for value of collateral or setoff	Unsecured claim
5. VWR International LLC  PO Box 640169 Pittsburgh, PA 15264-0169	Attention: Nayana Viswanath Email: Nayana_Viswanath@vwr.com (T) 610-386-1700 (Ext. 638) (F) 610-728-4620				\$1,885.06
6. Sanyou Intellectual Property Agency Ltd  F16, Block A, Corporate Square, No. 35 Jinrong Street Beijing, 100032 China	Attention: Finance Department Email: sanyou@sanyouip.com (T) 86-10-88091921 (F) 86-10-88091920				\$1,547.00
7. SeraCare Life Sciences Inc.  PO Box 417605 Boston, MA 02241-7605	Attention: Anne Moore Email: amoore@seracare.com (T) 508-244-6473 (F) 508-634-3334				\$664.22
8. Mine Safety Appliances Co.  PO Box 640348 Pittsburgh, PA 15264-0348	Attention: Penny Gibson Email: Penny.Gibson@MSA safety.com (T) 866-402-9747 (F) 866-223-2692				\$504.36

Debtor Defined Diagnostics, LLC  
NameCase number (if known) 16-

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Amount of unsecured claim <sup>4</sup>		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured <sup>5</sup>	Deduction for value of collateral or setoff	Unsecured claim
9.	Finnegan, Henderson, Farabow, Garrett & Dunner, LLP  901 New York Avenue, NW Washington, DC 20001-4413	Attention: Michael T. Jones Email: michael.jones@finnegan.com (T) 202-216-5259 (F) 202-408-4400				\$370.63
10.	Eppendorf North America  PO Box 13275 Newark, NJ 07101-3275	Attention: Richard Armstrong Email: armstrong.r@eppendorf.com (T) 860-253-3454 (F) 860-741-6236				\$162.64
11.	Federal Express  PO Box 371461 Pittsburgh, PA 15250-7461	Attention: Chang Kressin Email: Chang.Kressin@fedex.com (T) 800-506-7580				\$18.54

**Fill in this information to identify the case and this filing:**

Debtor Name Defined Diagnostics, LLC  
United States Bankruptcy Court for the: Southern District of New York  
(State)  
Case number (if known): 16-

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration: List of Equity Holders and Corporate Ownership Statement Pursuant to Bankruptcy Rules 1007(a)(3) and 7007.1

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/12/2016  
MM / DD / YYYY

/s/ Nadine H. Wohlstadter  
Signature of individual signing on behalf of debtor

Nadine H. Wohlstadter  
Printed name

Managing Member  
Position or relationship to debtor